

Service Date September 18, 1974

In the Matter of the Application of	)	
PACIFIC POWER & LIGHT COMPANY	)	DOCKET NO. 6248
for authority to issue not exceeding 350,000	)	
shares of its common stock of the par	)	
value of \$3.25 per share under its	)	ORDER NO. 4149
Employees' Stock Purchase Plan.	)	

On August 1, 1974, PACIFIC POWER & LIGHT COMPANY, herein called Applicant, filed with this Commission its verified application pursuant to Sections 70-117.1 to 70-117.6, R.C.M. 1947, requesting an order for authority to offer and issue to employees of Applicant and its subsidiaries not exceeding 350,000 shares of its common stock of the par value of \$3.25 per share pursuant to its Employees' Stock Purchase Plan (the Plan). The application is supported by exhibits and data in accordance with the prescribed rules of the Commission.

The principal provisions of the Plan are summarized below. For a complete description of its terms, reference is made to the Plan, a copy of which is filed as Exhibit F.

The Plan provides for periodic offerings of not less than 10 and not more than 400 shares of Applicant's authorized but un-issued common stock to each regular full-time employee of Applicant and its subsidiaries but not more than 850,000 shares in the aggregate, at a price equal to 90% of the fair market value on the date of offering. In administering the Plan, "fair market value" is determined by reference to the closing price of Applicant's common stock on the New York Stock Exchange on the date an offering is commenced under the Plan. As used in the Plan, the term "regular full-time employee" includes officers but excludes directors not otherwise employed by Applicant and its subsidiaries. A regular full-time employee is one who has been in the employ of Applicant or its subsidiaries for at least six months and who is in its active service on the date an offering is made. Any employee whose customary employment is 20 hours or less per week or whose customary employment is for not more than five months per calendar year is not eligible to participate.

It is further alleged in the application that the proceeds to be received from the issuance and sale of said common stock will be used to meet construction requirements.

Having fully considered the application and all the files and records pertaining thereto on file with the Commission, and being fully advised in the premises, the Commission makes the following

### FINDINGS OF FACT

1. That the Applicant, Pacific Power & Light Company, is a corporation organized and existing under and by virtue of the laws of the state of Maine and duly authorized to transact business in the state of Montana.

2. That the Applicant is operating as a public utility as defined in Section 70-103, R.C.M. 1947, and as such is engaged in furnishing electric service in the state of Montana.

3. That the Commission has jurisdiction over the subject matter of said application under Sections 70-117.1 through 70-117.6, R.C.M. 1947.

4. That the price per share for the common stock issued hereunder will be at a price equal to 90% of the fair market value on the date an offering is commenced.

5. That the securities transaction proposed by Applicant, as hereinafter authorized, will be for a lawful purpose, is consistent with the public interest and is necessary, appropriate and consistent with the proper performance by Applicant of service as a public utility, and that the aggregate amount of the securities outstanding and proposed to be outstanding will not exceed the fair value of the properties and business of Applicant.

6. That public notice of the filing of said application and a formal hearing thereon is not required, and that the application should be approved as hereinafter ordered.

### CONCLUSION

The Commission concludes that the application of Pacific Power & Light Company should be granted as hereinafter ordered.

## ORDER

NOW, THEREFORE, at a session of the Montana Public Service Commission, held in its offices at 1227 11th Avenue, Helena, Montana, on September 13, 1974, there being present Chairman Ernest C. Steel and Commissioner Victor H. Fall, there regularly came before the Commission for final action, the matters and things in Docket No. and the Commission being fully advised in the premises;

IT IS HEREBY ORDERED that the application of PACIFIC POWER & LIGHT COMPANY for an order authorizing the offer and issuance of 350,000 shares of its presently authorized but un-issued common stock of the par value of \$3.25 per share, to its employees and employees of its subsidiaries under its Employees' Stock Purchase Plan, be, and the same hereby is approved, subject to the provisions of this order.

IT IS FURTHER ORDERED that the price to be received by Pacific Power & Light Company for said common stock shall be 90% of the fair market value on the date an offering is commenced.

Neither the issuance of securities by Pacific Power & Light Company pursuant to the provisions of this order, nor any other act or deed done or performed in connection therewith; shall be construed to obligate the state of Montana to pay or guarantee in any manner whatsoever any security authorized, issued, assumed or guaranteed hereunder.

DONE IN OPEN SESSION at Helena, Montana, this 13th day of September, 1974.

ERNEST C. STEEL, Chairman

VICTOR R. FALL, Commissioner

ATTEST:

GAIL E. BEHAN

Secretary

(SEAL)